

RECORDATION NO. 23293-C FILED

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

DEC 28 '00 9:05 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture Supplement No. 1 (GATX Trust No. 2000-2), dated as of December 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Equipment Lease Agreement (GATX Trust No. 2000-2) which is being filed with the Board under Recordation Number 23293.

The name and address of the party to the enclosed document is:

Owner Trustee: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

A description of the railroad equipment covered by the enclosed document is:

Three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

Mr. Vernon A. Williams
December 27, 2000
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A short summary of the document to appear in the index is:

Memorandum Of Trust Supplement No. 1 (GATX Trust No. 2000-2), dated as of December 28, 2000, executed by State Street Bank and Trust Company of Connecticut, National Association, Owner Trustee, covering three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

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Document No. 1.6

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(GATX Trust No. 2000-2)

This Memorandum of Trust Indenture Supplement No. 1 (GATX Trust No. 2000-2) (this "Memorandum") dated December 28, 2000 of State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Owner Trustee").

W I T N E S S E T H:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000 (the "Trust Indenture"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

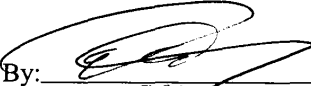
The undersigned has entered into that certain Trust Indenture Supplement No. 1 (GATX Trust No. 2000-2), dated December 28, 2000, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in (i) certain railroad equipment listed on Exhibit A attached hereto, and (ii) the Lease Supplement No. 1 (GATX Trust No. 2000-2) dated the Closing Date, by and between the Owner Trustee and the Lessee (excluding, however, any rights to Excepted Property thereunder).

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Trust Indenture on file with Wilmington Trust Company, or its successor indenture trustee.

* * *

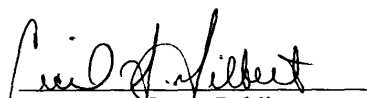
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee

By: 
Name: DONALD E. SMITH
Title: VICE PRESIDENT

Commonwealth
STATE OF MASSACHUSETTS)
) SS:
COUNTY OF Suffolk)

On this 2nd day of December, 2000 before me personally appeared DONALD E. SMITH,
to me personally known, who being duly sworn, says that he/she is the VICE PRESIDENT of
State Street Bank and Trust Company of Connecticut, National Association, not in its individual
capacity except as expressly provided herein but solely as Owner Trustee, that said instrument
was signed on behalf of said corporation by authority of its Board of Directors; and he/she
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.


Notary Public
CECIL A. GILBERT
Notary Public

My commission expires: _____ My Commission Expires July 12, 2002

EXHIBIT A

<u>Quantity</u>	<u>Car Mark</u>	<u>Car Number Range (Inclusive)</u>
100	BNSF	211333 - 211432
200	BRAN	9000 - 9199
12	BRAN	5300 - 5311
48	BRAN	5312 - 5359
20	BRAN	5360 - 5379